

CHAPMAN AND CUTLER LLP

Theodore S. Chapman
1877-1943
Henry E. Cutler
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080
Telephone (312) 845-3000
Facsimile (312) 701-2361
chapman.com

San Francisco
595 Market Street
San Francisco, CA 94105
(415) 541-0500

Salt Lake City
201 South Main Street
Salt Lake City, UT 84111
(801) 533-0066

June 28, 2007

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

RECORDATION NO. 19098-H FILED

JUN 28 '07 -9 00 AM

SURFACE TRANSPORTATION BOARD

Re: Refinancing of 1994 BNSF Railway Company
Leveraged Lease Financing of Equipment (BN 1994-G)

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Amended and Restated Equipment Description (BN 1994-G), dated as of July 2, 2007, between Wilmington Trust Company, not in its individual capacity but solely as owner trustee, as lessor (the "*Lessor*"), and BNSF Railway Company (formerly known as Burlington Northern Railroad Company), as lessee (the "*Lessee*"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (BN 1994-G), dated as of December 20, 1994, between BNSF Railway Company (formerly known as Burlington Northern Railroad Company), as lessee (the "*Lessee*") and Wilmington Trust Company, as Owner Trustee, as Lessor, which was recorded (or a memorandum of which was recorded) with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on December 19, 1994 at 12:15 P.M. under recordation number 19098.

The names and addresses of the parties to the enclosed document are as follows:

Lessee: BNSF Railway Company
2500 Lou Menk Drive
Fort Worth, Texas 76131-2828

Lessor: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001
Attention: Corporate Trust Administration (BN 1994-G)

Law Offices of
CHAPMAN AND CUTLER LLP

The equipment covered as of the date hereof by the aforesaid Memorandum of Amended and Restated Equipment Description consists of 20 SD70M-AC Locomotives and 144 100 Ton Box Cars bearing the road numbers and the BNSF or BN reporting marks, all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Amended and Restated Equipment Description (BN 1994-G).

A fee of thirty-five dollars (\$35.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson
Michael D. Robson

MDR:pka
Enclosures

EXHIBIT A

UNITS

Equipment Description:

Number of Units: twenty (20)
Model: SD70MAC Locomotives

**Old Reporting Mark
and Road Numbers**

**New Reporting Mark
and Road Numbers**

BN	9488	BNSF	9488
through		through	
BN	9499	BNSF	9499
BN	9504	BNSF	9504
through		through	
BN	9511	BNSF	9511

1994-6

BN 35982 G - Box Cars (100 Ton)

BN	286157	BNSF	726327
BN	286158	BNSF	726328
BN	286159	BNSF	726329
BN	286160	BNSF	726330
BN	286161	BNSF	726331

BN 35982 C-K

1.

<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
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<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
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BN	286305	BNSF	726471
BN	286306	BNSF	726472

1994-6
(end)

**MEMORANDUM OF AMENDED AND RESTATED EQUIPMENT DESCRIPTION
(BN 1994-G)**

Memorandum of Amended and Restated Equipment Description (BN 1994-G) effective as of July 2, 2007, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee, as Lessor ("*Lessor*"), and BNSF Railway Company (formerly known as Burlington Northern Railroad Company), a Delaware corporation, as Lessee ("*Lessee*").

WITNESSETH:

1. The undersigned have entered into an Equipment Lease Agreement (BN 1994-G), dated as of December 20, 1994 (as amended, supplemented or modified, the "*Lease*"), whereby the Lessor has agreed to lease to Lessee and Lessee has agreed to lease from the Lessor certain railroad equipment.

2. The Lease (or a memorandum thereof) was recorded with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on December 19, 1994 at 12:15 P.M. under recordation number 19098 pursuant to Section 11303 of Title 49 of the United States Code (now known as Section 11301 of Title 49 of the United States Code).

3. The undersigned now desire to amend and restate the description of all railroad equipment currently subject to the Lease (the "*Equipment*"), the reporting marks and the road numbers of said Equipment. In connection therewith, attached hereto as Exhibit A is a true, correct and complete description of the Equipment and the reporting marks and road numbers of such Equipment as of the date hereof. Said Exhibit A shall amend and restate, effective as of the date first set forth hereinabove, all prior schedules, exhibits or other documents containing a description of the units of railroad equipment subject to the Lease and the reporting marks and the road numbers of said equipment.

RECORDATION NO. 19098-H **FILED**

JUN 28 '07 -9 00 AM

SURFACE TRANSPORTATION BOARD

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

Executed on this ____ day of June, 2007.


IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Owner
Trustee

By _____
Name:
Title:

Executed on this ____ day of June, 2007.

BNSF RAILWAY COMPANY

By  _____
Name: L. Steven Vollmer
Title: General Director-Finance

Executed on this 20th day of June, 2007.

STATE OF DELAWARE)
 New Castle SS.:
COUNTY OF ~~WILMINGTON~~)

On this, the 20 day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared J. Christopher Murphy, who being by me duly sworn, says that (s)he is the Financial Services Officer of WILMINGTON TRUST COMPANY, that said instrument was signed on June 20, 2007 on behalf of said banking corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said banking corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Bethany J. Taylor
Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

Bethany J. Taylor
Notary Public - State of Delaware
My Comm. Expires Oct. 20, 2007

STATE OF TEXAS)
) SS:
COUNTY OF TARRANT)

On this, the ____ day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared L. Steven Vollmer, who being by me duly sworn, says that he is the General Director-Finance of BNSF RAILWAY COMPANY, that said instrument was signed on June ___, 2007, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

STATE OF DELAWARE)
) SS.:
COUNTY OF WILMINGTON)

On this, the ____ day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WILMINGTON TRUST COMPANY, that said instrument was signed on June ___, 2007 on behalf of said banking corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said banking corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

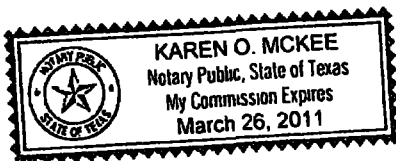
Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

STATE OF TEXAS)
) SS:
COUNTY OF TARRANT)

On this, the 20th day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared L. Steven Vollmer, who being by me duly sworn, says that he is the General Director-Finance of BNSF RAILWAY COMPANY, that said instrument was signed on June 20, 2007, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



(SEAL)

Karen O. McKee
Name: Karen O. McKee
Notary Public
My Commission Expires: 3-26-2011
Residing in Tarrant County, TX

EXHIBIT A

UNITS

Equipment Description:

Number of Units:

twenty (20)

Model:

SD70MAC Locomotives

**Old Reporting Mark
and Road Numbers**

**New Reporting Mark
and Road Numbers**

BN 9488
through
BN 9499

BN 9504
through
BN 9511

BNSF 9488
through
BNSF 9499

BNSF 9504
through
BNSF 9511

1994-6

BN 35982 G - Box Cars (100 Ton)

BN	286157	BNSF	726327
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BN	286304		BNSF 726470
BN	286305		BNSF 726471
BN	286306		BNSF 726472

1994-6
(end)

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/28/07



Robert W. Alvord